CHAPMAN AND CUTLER W

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November 29, 2006

RECORDATION NO. 19497 FILED

Mr. Vernon A. Williams, Secretary Surface Transportation Board 1925 K Street, N.W. Washington, DC 20423-0001

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SURFACE TRANSPORTATION BOARD

Re:

Union Pacific Railroad Company
Termination of Indenture and Security Agreement

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Indenture and Security Agreement dated as of December 1, 2006, between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), as owner trustee (the "Owner Trustee"), and BNY Midwest Trust Company (successor to Harris Trust and Savings Bank), as indenture trustee (the "Indenture Trustee").

The enclosed document relates to the Indenture and Security Agreement dated as of June 20, 1995, between the Owner Trustee and the Indenture Trustee which was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on June 28, 1995 at 11:05 A.M. under recordation number 19497.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee:

Wells Fargo Bank Northwest, N.A. 299 South Main Street, 12th Floor

MAC: U1228-120

Salt Lake City Utah 84111

Attention: Corporate Trust Department

(UPRR 1995-A-2)

Indenture Trustee:

BNY Midwest Trust Company 2 North LaSalle Street, Suite 1020

Chicago, Illinois 60602

Attention: Corporate Trust Administration

(UPRR 1995-A-2)

CHAPMAN AND CUTLER LLP

The equipment covered by the aforesaid Termination of Indenture and Security Agreement consists of all railroad equipment previously on file and subject to the Indenture and Security Agreement, as the same may have been supplemented or amended.

A short summary of the document to appear in the index follows:

Termination of Indenture and Security Agreement between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), as owner trustee (the "Owner Trustee"), and BNY Midwest Trust Company (successor to Harris Trust and Savings Bank), as indenture trustee, dated as of December 1, 2006.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq. Alvord and Alvord 1050 Seventeenth Street, N.W. Suite 301 Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

Michael D. Poheon

Enclosures

TERMINATION OF INDENTURE AND SECURITY AGREEMENT

THIS TERMINATION OF INDENTURE AND SECURITY AGREEMENT is made and entered into as of December 1, 2006 by and between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee") and BNY Midwest Trust Company (successor to Harris Trust and Savings Bank), an Illinois trust company, as Indenture Trustee ("Indenture Trustee").

- 1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Indenture and Security Agreement dated as of June 20, 1995 (as amended, supplemented or modified to date, the "Indenture") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture (or memorandum thereof) was duly recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on June 28, 1995 at 11:05 A.M. under recordation number 19497. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.
- 2. The Indenture is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.
- 3. This Termination of Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

RECORDATION NO. 19497 FILED

DEC 1 '06 -2 5 0 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

its individual capacity, but solely as Owner Trustee
By And
Name: Brett R. King Title: Vice President
Executed on this 27 day of November, 2006.
BNY MIDWEST TRUST COMPANY, as Indenture Trustee
Ву
Name:
Title:
Executed on this day of November, 2006.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner Trustee

Ву
Name:
Title:
Executed on this day of November, 2006.
BNY MIDWEST TRUST COMPANY, as Indenture Trustee
By allera
Name: D. G. DONOVAN Title: VICE PRESIDENT

Executed on this 27 day of November, 2006.

STATE OF UTAH)	
) SS.:	
COUNTY OF SALT LAKE)	
COUNT OF BALL DAKE	
On this the 27 day of November	2006, before me, a Notary Public in and for said
County and State personally appeared	Prov D Kine who hains by ma
duly and State, personally appeared	Brett R. King , who being by me Vice President of WELLS FARGO BANK
duly sworn, says that (s)ne is the	or Wells Pargo Bank
	signed on November 27, 2006 on behalf of said
· · · · · · · · · · · · · · · · · · ·	ors, and (s)he acknowledged that the execution of
the foregoing instrument was the free act and de	eed of said association.
	o set my hand and official seal on the date above
mentioned.	
The state of the s	(fleune x with)
NOTARY PUBLIC JEANINE DILY/ORTH	Name:
299 S MAIN STREET	Nøtary Public
SALT LAKE CITY, UT 84111	My Commission Expires:
My Commission Exchas Feb 06, 2008	Residing in
(SEAL)	11001011116 111
(OLAL)	
STATE OF ILLINOIS)	
) SS.:	•
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COUNTY OF COOK)	
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	2006, before me, a Notary Public in and for said
	, who being by me
duly sworn, says that (s)he is the	of BNY MIDWEST
	igned on November, 2006 on behalf of said
company by authority of its Board of Directors,	and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of	of said company.
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IN WITNESS WHEREOF, I have hereunto	set my hand and official seal on the date above
mentioned.	•
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	Name:
	Notary Public
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)	SS.:
COUNTY OF COOK)	55. :
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COUNTY OF COOK On this, the 27* County and State, persona	day of No	ovember, 2006, before me, a Notary Public in and for said, who being by m
COUNTY OF COOK On this, the 27* County and State, persona duly sworn, says that (s)	day of No lly appeare he is the _	ovember, 2006, before me, a Notary Public in and for said D. G. DONOVAN, who being by making president of BNY MIDWES
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the
District of Columbia, do hereby certify under penalty of perjury that I have compared the
attached copy with the original thereof and have found the copy to be complete and
identical in all respects to the original document.

Dated: 12/1/06

Robert W. Alvord